



HINDUJA GLOBAL SOLUTIONS LIMITED

(CIN: L92199MH1995PLC084610)

Registered Office: Hinduja House, 171, Dr. Annie Besant Road, Worli, Mumbai- 400 018
Ph. No.: 022-2496 0707, Fax: 022-2497 4208, E-mail id: investor.relations@teamhgs.com
Website: www.teamhgs.com

NOTICE

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the Members of **HINDUJA GLOBAL SOLUTIONS LIMITED** will be held on Saturday, September 28, 2019 at 4:00 p.m. (IST) at the Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2019 including audited Balance Sheet as at March 31, 2019 and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.

2. To declare a final dividend of ₹ 2.50 per equity share of ₹ 10 each for the financial year ended March 31, 2019 and to confirm three interim dividends aggregating to ₹ 7.50, already paid, per equity share of ₹ 10 each for the financial year ended March 31, 2019.
3. To appoint a Director in place of Ms. Shanu S.P. Hinduja (DIN: 06512872), who retires by rotation and being eligible, offers herself for re-appointment.

By Order of the Board
For **Hinduja Global Solutions Limited**

Makarand D. Dewal
Company Secretary

Place : Mumbai
Date : August 23, 2019

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH PROXY NEED NOT BE A MEMBER.**

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. Proxies in order to be effective must be received by the Company at its Registered Office, duly completed and signed, not less than 48 hours before the commencement of the Meeting [i.e., on or before September 26, 2019, 4:00 p.m. (IST)]. During the period beginning 24 hours before the commencement of the Annual

General Meeting and until the conclusion of the Meeting, Members providing not less than three days' notice in writing to the Company, will be entitled to inspect the proxies lodged during the business hours of the Company.

2. The relevant details pursuant to Regulations 30 and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Item No. 3 is set out as an **Annexure** to the Notice.
3. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the relevant Board Resolution together with the specimen signatures of their authorized representatives who would attend and vote on their behalf at the Meeting.

4. In accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company has fixed **Friday, September 20, 2019** as the cut-off date to determine the eligibility of Members to vote by electronic means or at the Annual General Meeting. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., **Friday, September 20, 2019**, shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting.

5. **Voting through electronic means:**

- A. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by the Company's Registrar & Share Transfer Agent: Karvy Fintech Private Limited ("Karvy") on all resolutions set forth in this Notice, from a place other than the venue of the Meeting ("Remote e-voting"). Members who have cast their vote by remote e-voting may attend the meeting but shall not be entitled to cast their vote again.

The instructions for remote e-voting are as under:

- In case a Member receives an e-mail from Karvy [for members whose e-mail IDs are registered with the Company/Depository Participant(s)]:
 - (i) Launch the internet browser by typing the following URL: <https://evoting.karvy.com>.
 - (ii) Click on "Login"
 - (iii) Enter the login credentials with the password provided in the e-mail received from Karvy (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if

you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

- (iv) If you are logging in for the first time, please enter the user ID and password provided in the e-mail of Karvy as initial password. Password change menu will appear on your screen wherein you are required to mandatorily change your password. Change the password with new password of your choice with minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email address, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the "EVEN (E-Voting Event Number)" for Hinduja Global Solutions Limited.
- (vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (viii) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (ix) Voting has to be done for each item of this Notice separately. In case you

- do not desire to cast your vote on any specific item, it will be treated as abstained.
- (x) Cast your vote by selecting an appropriate option and click on "Submit".
 - (xi) A confirmation box will be displayed. Click "OK" to confirm else, "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - (xii) Corporate/ Institutional members (i.e., other than individuals, HUF, NRI etc.,) are required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/ Authority letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer through e-mail at rupal@csrdj.com with a copy marked to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "**Corporate Name_Event No.**"
- A Member receiving physical copy of this Notice [for members whose e-mail IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy] :
 - a) E-Voting Event Number, User ID and Initial password is provided in the Attendance Slip.
 - b) Please follow all steps from Sl. No. (i) to Sl. No. (xii) of 'A' above, to cast vote.
 - B. In case of joint holders attending the Annual General Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
 - C. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> or contact Mr. Premkumar Nair (Unit: Hinduja Global Solutions Limited) at Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at einward.ris@karvy.com or via phone: 040 - 6716 2222 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
 - D. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - E. The remote e-voting period commences on **Wednesday, September 25, 2019 at 9:00 a.m. (IST) and ends on Friday, September 27, 2019 at 5.00 p.m. (IST)** During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, September 20, 2019**, may cast their vote electronically. The remote e-voting module shall be disabled by Karvy for voting thereafter. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast their vote again.
 - F. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their voting rights at the meeting through ballot paper. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and the voting done through ballot paper at the Annual General Meeting shall be treated as invalid.
 - G. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date of September 20, 2019.
 - H. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of this Notice and holding shares as of the cut-off date of September 20, 2019 may obtain the login ID and password in the manner mentioned below:

- i. If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399
 Example for NSDL:
 MYEPWD <SPACE> IN12345612345678
 Example for CDSL:
 MYEPWD <SPACE> 1402345612345678
 Example for Physical:
 MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Member may call Karvy's toll free number 1800-3454-001.
 - iv. Member may send an e-mail request to evoting@karvy.com
- I. Ms. Rupal D. Jhaveri, Practicing Company Secretary (Membership No.: FCS No. 5441 and C.P. No. 4225) has been appointed by the Board of Directors of the Company as the Scrutinizer to scrutinize the voting at the Meeting through Ballot Paper and the remote e-voting process in a fair and transparent manner.
 - J. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses, not in the employment of the Company and submit, not later than 48 hours from the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him who shall counter sign the same.
 - K. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.teamhgs.com and on the website of Karvy at <https://evoting.karvy.com> immediately after the Result is declared by the Chairman or any other person authorized by him and shall be simultaneously communicated to the National Stock Exchange of India Limited and BSE Limited, where the Equity shares of the Company are listed. The Results shall also be displayed on the Notice Board at the Registered Office and Corporate Office of the Company.
6. The Registers under the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during business hours on all working days (Monday to Friday). The said Registers will also be available for inspection by the members at the Annual General Meeting.
 7. The Register of Members and the Share Transfer Books of the Company will remain closed from **Friday, September 27, 2019 to Saturday, September 28, 2019** (both days inclusive) for the purpose of Twenty Fourth Annual General Meeting (AGM) and for determination of Members who would be eligible for final dividend for the FY 2018-19, if declared at the said AGM.
 8. Final Dividend for the year ended March 31, 2019, as recommended by the Board of Directors, if declared at the said Annual General Meeting, will be paid on **October 15, 2019**, to the members whose names appear in the Company's Register of Members as on **Saturday, September 28, 2019**, (in respect of shares held in physical form) and to those "deemed members" whose names appear in the statement of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as of the close of business hours of **Thursday, September 26, 2019** (in respect of shares held in electronic form).
 9. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least 7 (seven) days before the date of the Meeting so that the information required may be made available at the Meeting.
 10. Electronic copy of the Notice of the Twenty Fourth Annual General Meeting (accompanied

by the Attendance Slip and Proxy Form) along with the Annual Report for FY 2018-19 is being sent to the members whose e-mail IDs are registered with the Company/Depository Participant(s)/ Company's Registrar and Share Transfer Agent.

11. Members may also note that the Notice of the Twenty Fourth Annual General Meeting and the Annual Report for FY 2018-19 will also be available on the Company's website www.teamhgs.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours of the Company up to and including the date of the Annual General Meeting. Even after registering for e-communication, members are entitled to receive such documents in physical form, free of cost upon making a request for the same. The members may also send requests to the Company's investors e-mail id: investor.relations@teamhgs.com
12. Members are requested to bring their Attendance Slip and copy of the Annual Report to the Meeting.
13. Members holding shares in physical form are requested to notify/send the following to the Company's Registrar and Share Transfer Agent, i.e., Karvy Fintech Private Limited ("Karvy") to facilitate better service:
 - (i) Any change in their address/mandate/bank details/ email address;
 - (ii) Particulars of their bank account, for printing on the dividend warrants/ drafts (to help prevent fraudulent encashment), in case the same have not been sent earlier; and
 - (iii) Share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names for consolidation of such shareholdings into one account.
14. Members holding shares in electronic form are advised that address/bank details as furnished to the Company by the respective Depositories viz., NSDL and CDSL, will be printed on the dividend warrants/ drafts. Members are requested to inform their respective Depository Participants (DPs) of any change in address, bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service

(ECS), mandates, nominations, change of name, e-mail address, contact numbers, etc.

15. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company as provided under Section 72 of the Companies Act, 2013 are requested to submit the details to the Company's Registrar and Share Transfer Agent.
16. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent.
17. As per Section 205A and 205C of the Companies Act, 1956, as replaced by Section 124 and 125 of the Companies Act, 2013 and other applicable provisions, unclaimed/unpaid dividend for the year 2010-11, remaining as such for a period of 7 (seven) consecutive years from the date of transfer to the Unpaid Dividend Account of the Company for that year, was transferred to the Investor Education and Protection Fund (IEPF) on September 26, 2018. Also shares in respect of such unclaimed dividend were transferred to IEPF on October 05, 2018. No claim shall lie against the Company for the shares and dividend so transferred to IEPF.
18. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on September 29, 2018, (date of the last Annual General Meeting) on the website of the Company (www.teamhgs.com), as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in).

Members, who have not encashed the dividend warrants/ drafts for the financial years 2011-12 and onwards, are requested to submit their claims forthwith to the Company's Registrar and Share Transfer Agent i.e., Karvy Fintech Pvt. Ltd. for encashment of the same. Members' attention is particularly drawn to the 'Corporate Governance' section of the Annual Report in respect of unclaimed dividend.

Dividend for the year 2011-12 remaining unclaimed for a period of 7 (seven) consecutive years from the date of transfer to the Unpaid Dividend Account of the Company for that year, will be transferred in the second week of September, 2019 to IEPF. Also shares in respect of such unclaimed dividend will be transferred to IEPF. Members are requested to claim the same before the transfer.

19. As per SEBI Notification No.SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No.SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 effective April 01, 2019, except in case of transmission or transposition of shares, requests for effecting transfer of shares in physical form shall not be processed unless the shares are held in the dematerialized form with depositories. Therefore, shareholders are requested to take

prompt action for dematerialization of equity shares of the Company, communication in this regard has been sent to the shareholders by the Company's R & T Agent.

20. Members holding shares in physical form may approach any Depository Participants (DPs) or any other DP to open Demat Account and avail the payment of dividend electronically so as to reduce possibility of losing or misplacing the Dividend warrants/ drafts.
21. Members are requested to quote their Folio numbers/ DP ID and Client ID numbers in all correspondence with the Company and the Company's Registrar and Share Transfer Agent.
22. The route map showing directions to reach the venue of the Twenty-Fourth Annual General Meeting is annexed.

Annexure to the Notice

Item no. 3:

Details relating to Director seeking re-appointment, furnished pursuant to Regulation 30 and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ms. Shanu S.P. Hinduja

Ms. Shanu Srichand Parmanand Hinduja has distinguished herself as a global business leader. Encouraged by her father, Mr. Srichand Parmanand Hinduja, she has become one of only a handful of female leadership figures in the Swiss banking sector. She has also become, as her father raised her to be, an internationally recognised advocate for social justice.

Being the strong female leader that she is, Shanu shines a benevolent light on HGS, encouraging the company's vision of global equality. SP appreciates that this has been achieved by her and feels proud to be represented by Shanu.

Born and raised in her beloved Mumbai, Ms. Shanu S.P.'s global endeavours and experiences have always led her back home to India. Her father, the guiding light in all her activities, taught her the motto by which she lives her life: "My duty is to work, so that I can give." As an international business

leader, she has harnessed the financial might of the companies she leads to empower the least fortunate, particularly in India. Her father's motto guides her conscience and provokes her to work in this way.

Ms. Shanu S.P. sat for O and A Level exams in London, specialising in Politics and Economics. She received an undergraduate degree in finance and accounting, before beginning her career at Merrill Lynch, Morgan Stanley and Nomura, working in portfolio and asset management. Ms. Shanu S.P. learnt her banking skills under the guidance of her father. Ms. Shanu S.P. later returned to studying, undertaking the Global Leadership Programme at the INSEAD Business School in France. This taught her the leadership skills she needed to fulfil her father's desire to represent him. She was also the first student to graduate in Luxury Lifestyle from INSEAD. Her father encouraged her to use her luxury lifestyle skills to enable her to work closely with Prince Albert II of Monaco on environmentally friendly causes, and to create products for Prince Albert II's Foundation as well.

In 2019, Ms. Shanu S.P. was appointed Professor of Leadership at the University of Bolton's Institute of

Management, in recognition of her roles in business, finance and advocacy. Her father selected her to represent him by taking on the role of Co-Chair and Director of Hinduja Global Solutions Ltd. He was delighted that the Board was happy for him to be represented by his daughter. Mr. SP Hinduja's dream of seeing his eldest daughter chairing his bank was also realised, as Ms. Shanu S.P. moved from the position of board member to Vice Chair to her position today as Chair of Hinduja Bank (Switzerland). Her father now enjoys his dream through Ms. Shanu S.P.

Inspired by SP Hinduja's empowerment of women throughout his working career, Ms. Shanu S.P. has positioned the Bank as a champion of gender equality in the financial world. She has accomplished her father's promise of equality for women within the bank. Her father's entrepreneurialism and concern for the underprivileged is reflected in Shanu's support for the development of young entrepreneurs in India and worldwide. She has led the Bank's continuing expansion across the world's vibrant growth markets on behalf of its clients, including Dubai through its subsidiary Hinduja Bank Middle East.

Ms. Shanu S.P. carries on a strong industrial and philanthropic legacy, stretching back to her grandfather, Parmanand Deepchand Hinduja. Her father believes in her skills and this helps her to combine her heritage with a global outlook and extensive financial experience. She works closely with her son Karam Shanu Srichand Hinduja and daughter Lavanya Shanu Srichand Hinduja, who have followed their grandfather, SP into the world of business and entrepreneurship. Karam is the Founder and CEO of Timeless Media. Timeless is a diversified media company built with the vision of fostering greater consciousness, empathy and inspiration, and offering people a more connected world.

Her sister Vinoo leads the family's efforts in healthcare, including the P.D. Hinduja National Hospital in Mumbai. She is also the Chair of Hinduja Swiss Holdings. The sisters work alongside each other to bring strength to the representation of their father worldwide. The family unit works as a team to honour Mr. SP Hinduja.

A leading advocate for gender equality and the evolving role of women in the global economy, Ms. Shanu S.P. is a respected voice on socioeconomic issues. She is a prolific writer, commentator and speaker on current affairs. In 2018, she was selected by Forbes Monaco for a landmark cover feature to mark the publication's launch issue, reflecting her role as a global ambassador. She has been published and quoted in the media extensively, from the Sunday Times, City AM and Forbes to Gulf News, finews and the Indian media.

In addition to women's empowerment, her work has explored subjects ranging from technology, the world of work and education to Brexit and globalisation. Her close relationship with her father helped with this aspect of her life. His teachings taught her how to live as a single mother with two children.

Ms. Shanu S.P. has been quoted as saying that she was lucky that her mother, Madhu Hinduja's conviction towards compassion has been a huge touchstone in her life, inspiring her that women can change the world. She has been an early advocate of impact investing, adopting new and innovative approaches to addressing the world's most pressing challenges. She has supported cutting-edge financial technology to empower the world's unbanked, as well as channelling investment to less developed economies.

Alongside and encouraged by Mr. S.P. Hinduja, Ms. Shanu S.P. supports the Duke of Edinburgh Award. She was chosen to co-chair the United Nations Global Accelerator – a programme designed to foster entrepreneurial ideas to tackle today's economic challenges. Shanu has endeavoured and taken her father's work in complementary medicine such as Ayurveda to great heights with Columbia University. This work has been carried out under the name of her late brother Dharam S.P. Hinduja. His fondness for India and its qualities led SP to create the research into scriptures and promote India abroad.

Under Mr. SP's inspiration, as the founding member of the environment-focused Prince Albert II of Monaco Foundation, Ms. Shanu S.P. now represents him in this capacity also. Ms. Shanu S.P. has notably addressed the leaders of more

than 130 countries at the UN General Assembly. She continues to cultivate, develop and respect her father's dream both in business and in her philanthropic endeavours.

Age: 55 years.

Directorships in other Companies (excluding foreign companies): Nil

Membership of Board Committees: Hinduja Global Solutions Limited, Member – Nomination and Remuneration Committee, Member- Stakeholders Relationship and Share Allotment Committee.

She was appointed as a Director of Hinduja Global Solutions Limited on March 4, 2013, designated as Co-Chairperson. She holds 955 Equity Shares of the Company. She is a Non-Executive Non –

Independent Director of the Company, belongs to the promoter group and is related to Mr. Ramkrishan P. Hinduja, Chairman of the Board and to Ms. Vinoo S. Hinduja, Director of the Company, in terms of Section 2 (77) of the Companies Act, 2013. She is not related to any other Directors, Manager or any Key Managerial Personnel of the Company.

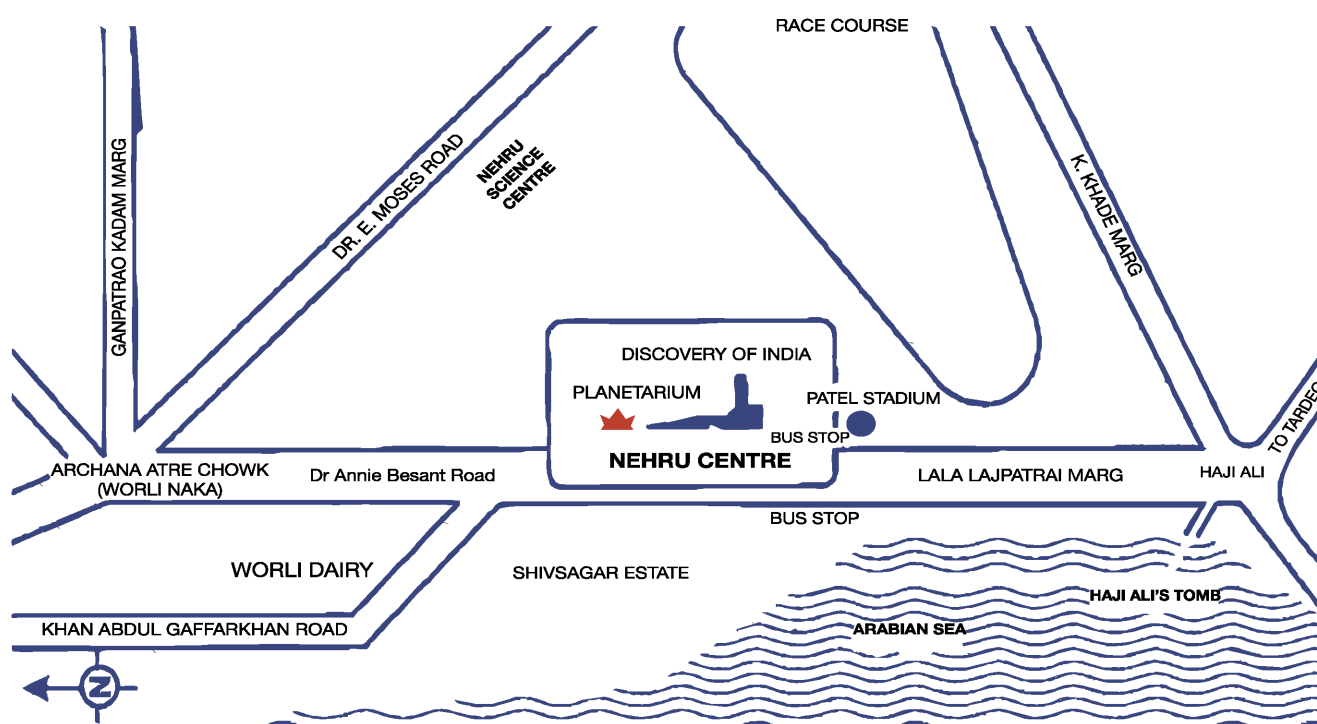
By Order of the Board
For **Hinduja Global Solutions Limited**

Makarand D. Dewal
Company Secretary

Place : Mumbai

Date : August 23, 2019

ROUTE MAP FOR ANNUAL GENERAL MEETING HALL – HALL OF CULTURE, NEHRU CENTRE



Route Map of Nehru Centre

Prominent Landmark: Near Atria Mall and Next to Nehru Planetarium



HINDUJA GLOBAL SOLUTIONS

HINDUJA GLOBAL SOLUTIONS LIMITED

(CIN: L92199MH1995PLC084610)

Registered Office: Hinduja House, 171, Dr. Annie Besant Road, Worli, Mumbai- 400 018
Ph. No.: 022-2496 0707, Fax: 022-2497 4208, E-mail id: investor.relations@teamhgs.com
Website: www.teamhgs.com

Twenty Fourth Annual General Meeting

Form No. MGT - 11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): _____

Registered Address: _____

Email-ID: _____

Folio/ DP ID - Client ID No.: _____

I/We, being the Member(s) of _____ shares of the above named Company, hereby appoint

1. Name: _____

Address: _____

Email-ID: _____

Signature: _____, or failing him/ her;

2. Name: _____

Address: _____

Email-ID: _____

Signature: _____, or failing him/ her;

3. Name: _____

Address: _____

Email-ID: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Fourth Annual General Meeting of the Company, to be held on Saturday, September 28, 2019 at 4.00 p.m. (IST) at the Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai- 400 018 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Please see overleaf

Sr. No.	Resolutions
Ordinary Business	
1.	Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2019 including audited Balance Sheet as at March 31, 2019 and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2.	Ordinary Resolution: To declare a final dividend of ₹ 2.50 per equity share of ₹10 each for the financial year ended March 31, 2019 and to confirm three interim dividends aggregating to ₹ 7.50, already paid, per equity share of ₹10 each for the financial year ended March 31, 2019.
3.	Ordinary Resolution: To appoint a Director in place of Ms. Shanu S.P. Hinduja (DIN: 06512872), who retires by rotation and being eligible, offers herself for re-appointment.

Signed this _____ day of _____ 2019

Signature of Shareholder _____

Signature of Proxy holder _____

Affix
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.



HINDUJA GLOBAL SOLUTIONS LIMITED

(CIN: L92199MH1995PLC084610)

Registered Office: Hinduja House, 171, Dr. Annie Besant Road, Worli, Mumbai-400 018.

Tel.: 022-2496 0707, Fax: 022-2497 4208, E-mail id: investor.relations@teamhgs.com

Website: www.teamhgs.com

Regd. Folio/DP ID-Client ID:	Sr. No.
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(To be handed over at the entrance of the Meeting Venue)

ATTENDANCE SLIP

Twenty Fourth Annual General Meeting

Regd. Folio No./ DP ID -Client ID No.:

Name of the Member / Proxy:

No. of Shares held:

I certify that I am a registered Member / Proxy for the registered Member of the Company.

I hereby record my presence at the Twenty Fourth Annual General Meeting of the Company held on Saturday, September 28, 2019 at 4.00 p.m. at the Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

Signature of Member / Proxy

- Notes:** 1. Member / Proxy holder is requested to hand over duly completed and signed Attendance Slip at the entrance of the Meeting Venue.
2. Please read the instructions printed in the Notice dated August 23, 2019 of the AGM carefully before exercising your e-vote.

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	Password / PIN